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MARVEL

SPIDER-MEN™

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SPIDER-MEN

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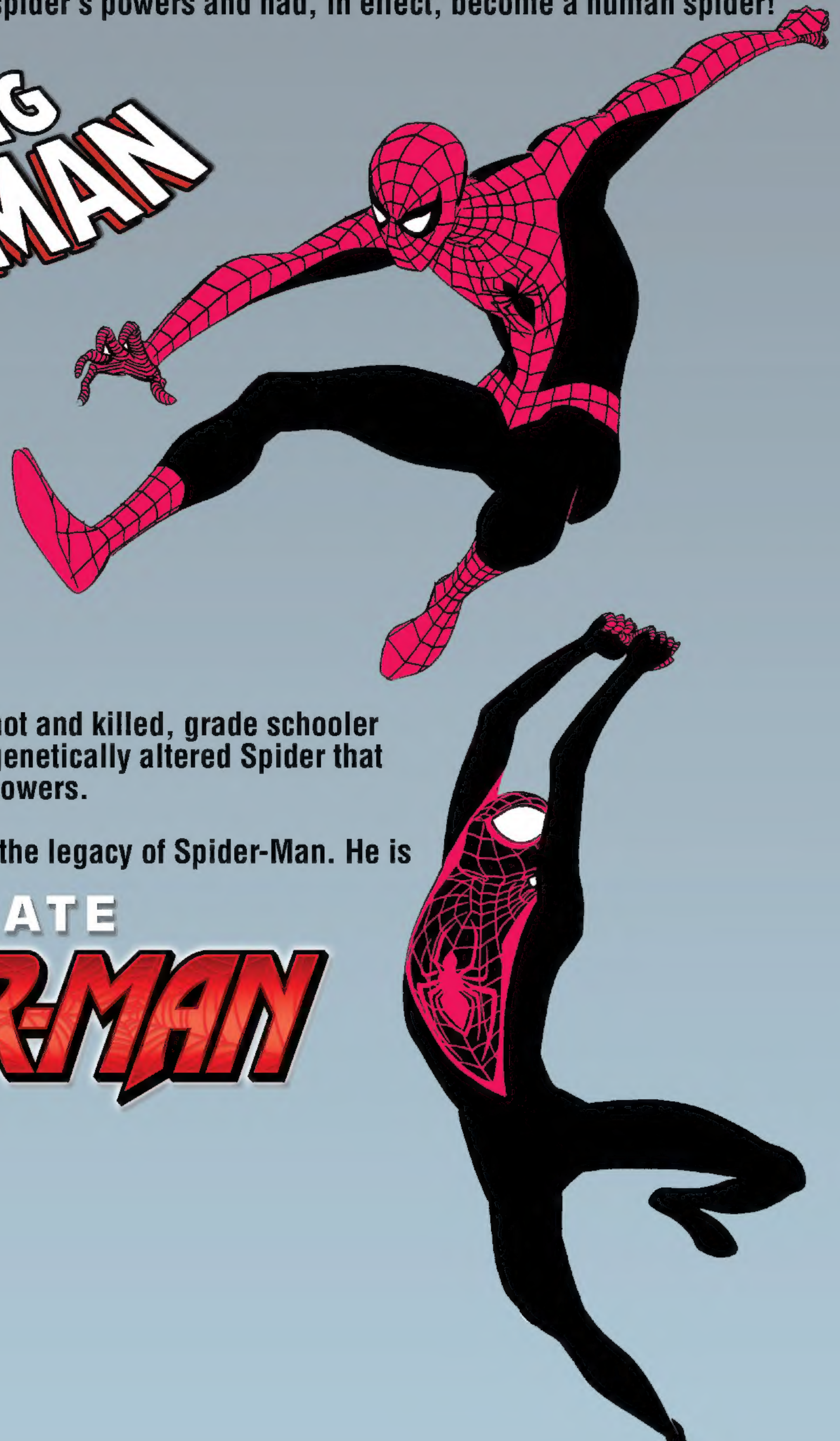
#1 2ND PRINTING VARIANT BY JIM CHEUNG & JUSTIN PONSOR

#1 VARIANT BY HUMBERTO RAMOS & EDGAR DELGADO

While attending a demonstration in radiology, high school student Peter Parker was bitten by a spider which had accidentally been exposed to radioactive rays. Through a miracle of science, Peter soon found that he gained the spider's powers and had, in effect, become a human spider! From that day and he was

the AMAZING SPIDER-MAN



In a world where Peter Parker was shot and killed, grade schooler Miles Morales is bitten by a stolen, genetically altered Spider that grants him incredible arachnid-like powers.

He has chosen to dedicate his life to the legacy of Spider-Man. He is

ULTIMATE SPIDER-MAN

I LOVE THIS CITY.

LOVE IT!!

AND, REALLY, THE BEST PART ABOUT BEING SPIDER-MAN IS GETTING TO SWING AROUND UP HERE AND JUST... TAKE IT ALL IN.

THE BEST PART!

AND, YES, I AM INCLUDING THE PART WHERE MY LIFE SEEMS TO BE IN ***CONSTANT*** DANGER BY ELABORATELY THEMED COSTUMED CRAZIES.

AND THE PART WHERE, NO MATTER ***WHAT*** I DO, I'M HATED BY JUST ABOUT ***EVERYBODY*** THIS SIDE OF THE VERRAZANO BRIDGE.

AND, ***YES***, THE PART WHERE FIGURING OUT HOW TO GET A GIRL TO ***TALK TO ME*** IS BECOMING MY OWN PERSONAL DA VINCI CODE.

I JUST ***LOVE*** THIS CITY.

SPACK

AGH!

THINK ABOUT IT-- WHAT IS NEW YORK?

I TOLD YOU WE'D--

WHERE'D YOU-?

OH GOD.

IT'S EVERY LITTLE LIGHT IN EVERY LITTLE WINDOW IN EVERY AMAZING BUILDING.

EVERY LIGHT HAS A LIFE AND MAGIC BEHIND IT.

FUMP

OH GOD!

WEEEOOOEEEEOOOEEEEEEOOWWWWEEEEEWEEEOOOEEEEOOOEEEEEEOOWWWWEEEEE

CLOCK

AND I GET TO SWING AROUND TOWN AND HAVE THIS ALL TO MYSELF.

WELL ALMOST ALL TO MYSELF.

INDIANA JONES!

THERE'S OTHER HEROES FLYING AROUND.

HOW EXCITING FOR YOU!!

YOU'RE JUST DRIVING BY, MINDING YOUR OWN BUSINESS...

AND OH MY GOD, ***SPIDER-MAN*** JUST DROPPED IN!!

WOW!

THOR, IRON MAN...

GUH GAH GUH!!

WELL SAID.

THE FANTASTIC FOUR, WHOEVER THE DEFENDERS ARE.

SCREEEEEEE

FUMP

SERIOUSLY, IF THIS CITY WAS A GIRL I WOULD DATE HER.

BUT IF THE CITY ***WAS*** A GIRL SHE WOULD--

OUT OF THE TRUCK!!

YEAH, THIS.

HANDS IN THE AIR.
AND WAVE THEM LIKE I JUST DON'T CARE?
IN THE AIR!
OKAY, NOW I *KNOW* YOU KNOW I WAS *NOT* DRIVING THIS TRUCK.
HANDS IN THE AIR!
POL
THEY'RE ALL THE WAY UP. THEY DON'T *GO* ANY MORE UP.
LISTEN, I WAS JUST TRYING TO HELP YOU STOP THIS--
SHUT UP!!
THAT'S JUST NOT NICE!!
T-TAKE OFF THE MASK AND GET DOWN ON THE GROUND.
I HAVE A BETTER IDEA.
THWIP
THWIP
YOU CALM DOWN AND I LEAVE.
NOPE.
NOT GOING TO LET THAT GET TO ME.
JUST GOING TO FOCUS ON MY AWESOME MONOLOGUE ABOUT THIS CITY AND HOW IT--
UH...

OKAY, THAT WAS WEIRD.

YES, SO BY ALL MEANS LET'S SWING *TOWARDS* THE WEIRD.

OKAY, CREEPY ABANDONED WAREHOUSE ON THE OUTSKIRTS OF THE BIGGEST CITY ON THE PLANET, WHAT EXACTLY WAS THAT ALIEN-LIKE BURST OF ENERGY THAT JUST RIPPED UP OUT OF YOU?

HUH.

UH, HELLO?

HMMM.

AWFULLY QUIET.

BLACKED-OUT WINDOWS.

SPACE ALIENS ABOUT TO GET THEIR DESTRUCTION ON?

CLONE FACTORY?

DOCTOR DOOM HONEYMOON?

OH WELL, HERE WE GO...

BUT IF *THIS* IS A SURPRISE PARTY FOR ME...

I *TOLD* THOSE SILLY AVENGERS, I *HATE* SURPRISES.

DON'T WANT TO JUST JUMP IN THERE WHEN I HAVE NO IDEA WHAT'S INSIDE.

WOW...TALK ABOUT PERSONAL GROWTH.

IT ONLY TOOK ME 3535 TIMES TO FIGURE OUT NOT TO BURST INTO A PLACE LIKE THIS WHEN I HAVE NO IDEA WHAT'S INSIDE.

UM...

WHAT IS THIS?

NOT ALIEN TECH. STARK PARTS.

IS THIS AN ENERGY SOURCE?

IS IT MYSTICAL MAYBE?

SHOULD I CALL DOCTOR STRANGE?

BUT IT *IS* TECH-BASED.

WAIT...I'VE SEEN THIS BEFORE.

WELL MAYBE MISTER WHOEVER YOU ARE LEFT HIS-- ENCRYPTED.

DAMN.

OH, NO.

NO, NO, NO.

NOT HIM.

I HATE THIS GUY.

SPIDER-SENSE.

UGH, IT IS MYSTERIO.

MASTER OF BEING A PAIN IN MY TUCHAS.

USED TO BE *A* MOVIE SPECIAL EFFECTS THAT BREATHED IN *TOO* MANY FUMES BECAUSE NOW HE'S *A FULL-ON SUPER-BADDIE.*

MYSTERIO, WHAT ARE YOU DOING??

CRASH!

YOU KNOW HOW THIS WORKS: I GET TO BREAK YOUR FISHBOWL HELMET AT THE *END* OF THE FIGHT.

I MEAN, REALLY DUDE!!

NOT COOL!

BETTER WRAP THIS UP FAST. HE'S A LEGITIMATE CONCERN.

LEGITIMATELY.

NOOO!! NO!!

OH, YES!!

NOW YOU SHOULD BE CLEARLY AS SURPRISED TO SEE *ME* AS I WAS TO SEE YOU...SO WHY DON'T YOU TELL ME WHAT EXACTLY YOU'RE UP TO IN HERE AND I'LL--

COME ON!!

WHY?

WHY *YOU*?!

PAL, I WAS JUST THINKING THE SAME THING ABOUT *YOU!*

NOT *YOU!!*

THWIP

DUDE.

YOU'RE GIVING ME MORE OF A COMPLEX THAN I ALREADY HAVE.

REALLY.
MMM!!
SPACK
SPOK
YOU HAVE NO IDEA WHAT YOU'RE *DEALING WITH!!*
YOU HAVE NO IDEA WHAT I AM *CAPABLE* OF!!

YEAH YEAH, WHATEVER.

I MISSED OUT WHEN YOU DIED THE FIRST TIME!

NOT *THIS* TIME!!

WHAT ARE YOU TALKING ABOUT, YOU COMPLETE MENTAL CASE?

WHAT ARE YOU UP TO HERE, FISHBOWL?

WHAT IS THIS THING?

SOME SORT OF POWER GENERATOR?

WELL GUESS WHAT, GENIUS?

GUESS WHO'S GOT TONY STARK AND REED RICHARDS'S PERSONAL PHONE NUMBERS?

SO YEAH... YOU GET TO GO BACK TO WHATEVER JAIL THAT CLEARLY CAN'T HOLD YOU FOR MORE THAN 10 MINUTES...

AND I'LL MAKE SURE THE BIG BRAINS ARE ABLE TO SHUT WHATEVER THIS IS DOWN AND--

SPIDER-SENSE.

FLAUE

KABOOM

NO.

NOOO!!

WELL...

THAT...

SUCKED.

DAILY BUGLE .com

UM...

WHAT IS THAT?

HOW IS IT DAYTIME NOW?

Oh my God...

UM, WHAT EXACTLY JUST HAPPENED??

IT WAS NIGHT, NOW IT'S DAY.

EVERYTHING'S THE SAME EXCEPT NO, IT'S NOT.

UGH, I HAVE THE SHAKES.

IT'S ANOTHER ONE OF THOSE MYSTERIO TRICKS.

THIS IS WHAT HE DOES.

HE GASSES YOU OR POISONS YOU AND YOU WAKE UP AND YOU'RE MARRIED TO SHE-HULK AND-- BUT HE DIDN'T DRUG ME.

HE NEVER GOT HIS HANDS ON ME.

IT WAS THAT THING.

THAT WHATEVER IT WAS.

I'M TELLING YOU, IF I FIND OUT HE PULLED ONE OF HIS USUAL WACKY MYSTERIO-LIKE--

CRASH

Aaaiieee!!

Aaaiieee!!

Uh, sorry.

GET OUT OF HERE!!

I can help you clean it up!

Get out!!

WELL AT LEAST SHE TALKED TO ME, SO THAT'S A STEP UP FROM THE LAST WOMAN I MET.

OKAY, OKAY... WHAT IS THAT?

LET'S JUST CHECK THAT OUT AND SEE IF IT HAS ANY CLUES AS TO WHAT THE HEY IS GOING ON AROUND HERE.

Ugh!!

Like I have time for *this* now.

CHING CHINGLE

Please-- AAHH!

WHACK

FIRE EXIT

Sorry I don't have time for a pithy quip but-- here's some foot.

CRACK

WHACK

There, Sparky, are you okay?

But you're okay?

I-I-I was just trying to play some pool and these guys--they just *jumped* me.

Wow.

No offense but that costume is in *terrible* taste.

Excuse me?

I mean, I appreciate you saving me, man, but can't you come up with your own costume?

What does *that* mean?

You know.

We need all the heroes we can get but that was Peter Parker's.

You really shouldn't be wearing it.

What did you just say?

You're gonna tell me you dressed like *that* and you don't know who *Peter Parker* is?

I don't know what you're talking about.

Whatever, dude.

But seriously, thanks for helping, whoever you are.

Uh, yeah, so... okay.

What the...?

OKAY, OKAY, OKAY, OKAY.

I NEED TO FIGURE THIS ALL OUT, LIKE, NOW.

I'LL JUST HEAD TO MY APARTMENT AND BACKTRACK ALL OF THIS UNTIL--WHOA!!

NO WAY.

NO!!

NO WAY!!

No way.

2

#2 2ND PRINTING VARIANT BY JIM CHEUNG & JUSTIN PONSOR

RRR...

OH NO!!

OH NO NO NO!!

HE *DIDN'T*. HE *DID*.

WHY *SPIDER-MAN*?

WHY IS IT *ALWAYS* SPIDER-MAN?

SHOW ME, SHOW ME...

Play
WB/SKT-100_
on - side view_
11:18 PM

NO...

Skt-100

Play
WB/SKT-100_
on - side view_
11:20 PM

MYSTERIO AVATAR ACTIVATED.

MYSTERIO AVATAR ACTIVATED.

ALL FUNCTIONS OPERATIONAL.

ALL FUNCTIONS OPERATIONAL.

TIME TO MAKE SURE SPIDER-MAN IS NEVER SEEN OR HEARD FROM AGAIN...

TIME TO MAKE SURE SPIDER-MAN IS NEVER...

...seen or heard from again.

This dimension is *my* discovery. My playground.

It's mine!!

MINE!!

And I'm not going to have him *ruin this for me* like he does everything else!!

Spider-Man...Spider-Man...

Get a hold of yourself, Mysterio.

WE CAN MAKE THIS WORK.

So, uh, what's the deal?

Um...

You tell *me.*

Is this a *clone* thing?

What's a clone thing?

You tell *me.*

I thought this is some kind of Nick Fury test.

That's a good one.

Is it?

You tell me.

No, kid, you tell me.

How old are you?

How old are--?

Wait, are you--you're not Peter Parker are you?

What?

Oh my God, *are* you?

You *are!*

I thought you'd be shorter, but oh man, this is *huge!!*

I was hoping, I mean that one day that you'd-you'd...

THWAP

Yeah, and with that, you're officially freaking me out.

Hey, whoa, did you see that?

I completely *dodged* it. Not bad for a--

Yeah, I saw.

Last chance, kid!!

Who *are* you?!!

That was *not* cool.

Listen, if you *are* Peter Parker I just want to--

Stop!

I just want to *talk* to you.

You don't have to freak out or--

Whoa!

Hey, are those *real* web-shooters? Are they mechanical or organic?

Who *are* you?!

Dude, I'm a Spider-Man too!

Too??

Hey, you're the one that showed up out of nowhere and started *freaking out on me.*

Yeah, because I'm *freaked out!!*

If it's because you're Peter Parker, I won't *tell* anyone it's you.

I *promise.*

Except I think everyone will *know* if you're going around dressed like that.

THWAAP

I so wish I brought my ruby red slippers so I could click them together and get *the heck out of here.*

SZAAT!!!

And what's with your costume being *cooler than mine? That* I cannot--*agh!*

GI AA LL AG GH H!!

Whoa.

Guess I'm the, uh, only Spider-Man with a venom sting.

Uh-oh.

Did I--I *kill* you?

I just wanted to *talk.*

Uh... hello?

I was on my way back to school and, like, there you are.

This is *nuts!*

Oh man, I hope you *are* Peter Parker and I hope you're not dead because I have, like, a *thousand* questions.

Starting with why are you even here when everyone thinks you're--

Dude!!

Waaagghh!!

I don't know how long you've been doing this but unmasking is a *big* super hero no-no.

And ooww! What was *that* you did to me??

Venom sting?

Ow!!

For what I can only imagine is an eleven-year-old boy you sure--

Uh...

Uh-oh.

I thought he could web or stick to walls.

Oh man, I never would have done that. I'm all freaked out about whatever is happening here.

I'm off my game. I feel fluish.

If I made prepubescent spider themed kid street pizza I will *never* forgive myself.

And I *already* have a laundry list of things I will never forgive myself for so I really don't have room for any more.

Kid?? Kid??

(Please don't be dead.)

I really can't afford the therapy to--

SMACK

Agh!

SMACK

NO!

Oh, okay... you are, uh, just a kid and clearly, and thankfully, not some weird younger version of me.

Now I'm asking you, how do you know the name Peter Parker?

How are *you* Spider-Man?

Give me back *my mask!!*

I'll give it back when you--

Dude, I'm out in the open. People can *see* us.

Then you best get to talking.

Give it *back!!*

ZZAAPTT!!

Waggh!!

Ooops!

Okay, uh, I didn't think that one all the way through.

Hello?

Oh great, he's--

Web-shooter.

Oh God, please work.

Whoa!!

THWIP

AAAGGHH!!!

OW!

CLANG

Wow.

Okay, now what do I do?

Yaai yiy!

Hello, Peter.

Uh, and you are?

Nick Fury, director of S.H.I.E.L.D.

Uh-huh.

Do you know me?

I know the name

(And the eye patch.)

Are you Peter Parker?

I really don't know how to answer that question.

It's pretty straightforward.

Let me ask *you* a hypothetical one.

Go for it.

If you were a pretty well-known super hero who had put just a *lot* of effort and thought and time in concealing your secret identity because you feared for the safety of your loved ones, but all of a sudden found yourself in a situation where suddenly your real name seems *fairly* well established, and your mask was off, and then you ran into a teenage African American version of your, well, self and now you were talking to a, well frankly, much cooler version of the Nick Fury that you were *used* to talking to *and* you were pretty sure, after you had some time to think it over, that you may have either A: had a complete psychotic break, B: are being tricked by a former movie stuntman turned super villain into *thinking* this is all real, or C: have accidently transported to an alternate dimension that slightly resembles the one you're from if not for the gigantic differences....what would you do?

Oh, that old nugget...

And did I mention that part where everyone seems to know Peter Parker is Spider-Man?

(Which I still neither confirm or deny...)

Where am I and who was that kid?

Come with me...

Peter Parker meet Miles Morales.

Yeah, we, uh, we met.

Oh man!!

Its *him*?? For real it's really him?

Kinda sorta.

Kinda sorta?

This isn't the Peter Parker we knew.

Knew?

He's from somewhere else.

Is that why he's so old?

I'm not *that* old, I'm only--

He's 13.

We all look 80 to him.

But I was right to bring him here.

You were *right on it*, kid.

Just, please. Tell me what's going on!

Miles here is *the* Peter Parker expert.

He knows everything you need to know.

I'm gonna go with my gut on this one...

Miles, I want you to take him and show him what happened to Peter Parker while I try to figure out how he ended up here in the first place.

A dimension rift like this is a *serious* matter.

How, uh, much of it do you want me to tell--?

All of it.

All of it?

You believe me?

Of course I do!

Why would anyone make up a pile of garbage like *that*??

Report back here when you're done and try not to blow anything up.

Peter Parker.

So, *you're* Spider-Man?

Yeah.

If that's okay?

Not Spider-*Boy*?

No.

Sorry about the dust-up before and the unmasking. That was not cool of me.

Hey, I've never been in a helicopter before, this is cool.

Kid, tell me.

Is Peter Parker dead?

FABOOM

Whoa!

Grab the pilot!

FABOOM

Wow!!

What's *going* on?

I don't know.

Hey, let's ask him.

The universe is giving me *two* Spider-Men to kill for the price of *one*.

Well, all right.

Uh, what's going on *exactly?*

Dude, I don't know.

You live here. I'm visiting.

Wait!

Wait, I do--I *know* this guy!!

I saw him online.

It's-it's Mysterioso.

How?

How did you two find each other so quickly?

How can the only two Spider-Men find each other so--

Fishing Joe

I so got this!

Little Spider-Boy, I should have killed you the minute I heard of you!!

Hey!

Specifically before anything like *this* could ever even come *close* to happening!

Agh!

Maybe, finally, after all the humiliations, the universe's evening the score with me...

FSSAHAAA

..TWO SPIDER-MEN FOR THE PRICE OF ONE.

BOOM

Agh!

Ow!

SPLASH

I SHOULD RUN.

NO.

NO. THEY CAN'T HURT ME FROM HERE. THEY CAN'T TOUCH ME.

THAT'S THE BEAUTY.

THEY CAN'T TOUCH ME...

But I *can* torture them.

What was that?

I'm no rocket scientist but I think it was something that knocked us into the East River.

(Which I am happy to discover is as disgusting as the one from my New York.)

Listen, I think I know what's going on here, believe it or not...this is Mysterio.

This is the guy who accidently sent me here in the first place.

So you need to get out of here.

Before he does something...

Whoa.

Exactly.

Don't sweat it, kid.

These are just illusions. Little tricks.

This is what he does.

This is classic Mysterio nonsense that--*uh.*

...

Agh!

Never mind!! I was wrong!!

CRAACK

SURPRISE.

ZAAATTTT

Aaggh!!

Well, rrrr, okay...

This is a little more elaborate than usual Mysteriaaaggh!

KTANG

Ow.

Aaggh!!

I love that you don't *get* it.

My favorite part is when the jokes stop.

That's when I know...

Uncle Aaron, b-but you're--

Kid, run!!

THWAP

HONK!!!

AGH!

FAP

BOOM

I don't get it...is this a magic trick or not? *If* it's not ***real***, why does it hurt?

I got this fool!!

Agh! Ya think?

Kid, run!

No.

What *are* you?

Rraaagghrr!!

Jeez!

FOOM

WHACK

Aagh!!

AAGH!!

Stop!!

TURN IT OFF!! Whatever you're doing, turn it--

Kid--

GET OUT OF MY HEAD!!

THWAP

It *is* chemicals, kid

It took me a second because he's using something new and it's super advanced but...

It's an illusion with a fierce chemical component.

TACK

He's pulling our fears out of our head and hitting us with them!

Because he's a jerk that way.

SPLASH

DAMN IT!

Mysterio, I'm usually a good-natured sort of fellow but I'm telling you, put me back where I belong!!

Before I get good and angry!!

What is he?

What's going on??

You're right, maybe I was going about this all wrong.

Attacking you *is* too pedestrian.

BUT STICKING YOU THERE WITH NO WAY HOME...

BANISHING YOU IN A WORLD THAT THINKS YOU'RE DEAD.

BLEEP BLAP

Kid, I wouldn't--

Is there an off button or a plug?

Kid, you don't--

What're you--

Eh, he'll be okay.

Stand, boy.

Ho whoa! The Ultimates.

On your feet, soldier.

Oh man.

This is Fury, code name one-eye eagle.

We need a containment detail at my triangulated location.

We know *exactly* what happened, kid.

Okay, so this is going to sound crazy but what happened was--

We've been monitoring and heading toward you since the copter was attacked.

You can do that?

Sure. That's what makes me, me.

The question is, what makes this Mysterio, Mysterio?

I've seen this before. It's an avatar casing.

What does *that* mean?

This is, was, being controlled from elsewhere.

But this tech...this is **fascinating.**

You're the big tech brain, Stark. How is he doing it?

Oh, this is above and beyond me.

Or I should say to the side of me.

I don't know what I'm looking at.

This 'Mysterio' is using this avatar to do his dirty work while he sits comfy and safe in his virtual reality base.

But from where and when?

I need to unlock the code of this tech and reverse-engineer how it is broadcasting but on what frequency--

A guy breaking down barriers to our reality is a real problem...not to mention--

The grown-up Spider-Man.

Exactly.

Where did the other Spider-Man go?

Another Spider-Man?

A grown-up version of Peter Parker. Here in our dimension.

He says he came from a world--

Just like ours.

But one where Peter Parker is alive, well, and not a kid.

Yeah, but, uh, where did he go?

Ain't it obvious, kid...

"He ran the hell away from us."

"But why?"

"Because he doesn't know if any of this is real.

"So he's going to find out for himself."

"How is he going to do that?"

"It ain't gonna be pretty."

THIS AIN'T GONNA BE PRETTY.

THIS *HAS* TO BE AN ILLUSION.

BUT IT'S ALL SO *REAL*.

IT'S ALL SO-- AAGGH!! COME ON.

WHAT DID I DO TO THIS MYSTERIO OTHER THAN SEND HIM TO JAIL A BILLION TIMES AND MAKE FUN OF HIS FISHBOWL HEADDRESS.

BUT COME ON, HE PUT A FISHBOWL ON HIS HEAD AND CALLED IT A COSTUME.

HE WAS *ASKING* FOR IT.

WHAT I NEED TO DO IS STEP BACK.

RETRACE MY LIFE.

DO SOME FOOTWORK. CENTER.

START LOOKING FOR THINGS MYSTERIO WOULDN'T KNOW ABOUT.

LIKE WHERE PETER PARKER LIVES IN THE--

Uh, hi.

Um, how long has this store been here?

MINI-MARKET

BEER BEER BEER

...

I dunno.

How long have you worked here?

Two years.

So, there's never been an apartment building here? What year is it?

Are, uh, you gonna buy somethin'?

No pockets. No money.

Hey, does that thing have wi-fi?

The cash!!

DO IT NOW!!

Do what I say!!

Open the register and give me the money!!

Really? I'm standing right here.

THWIP

WHACK

Does that get a signal in here?

FRUIT
FREE
80%

Thanks.

Just need to do a little search...

TAP TAP TAP

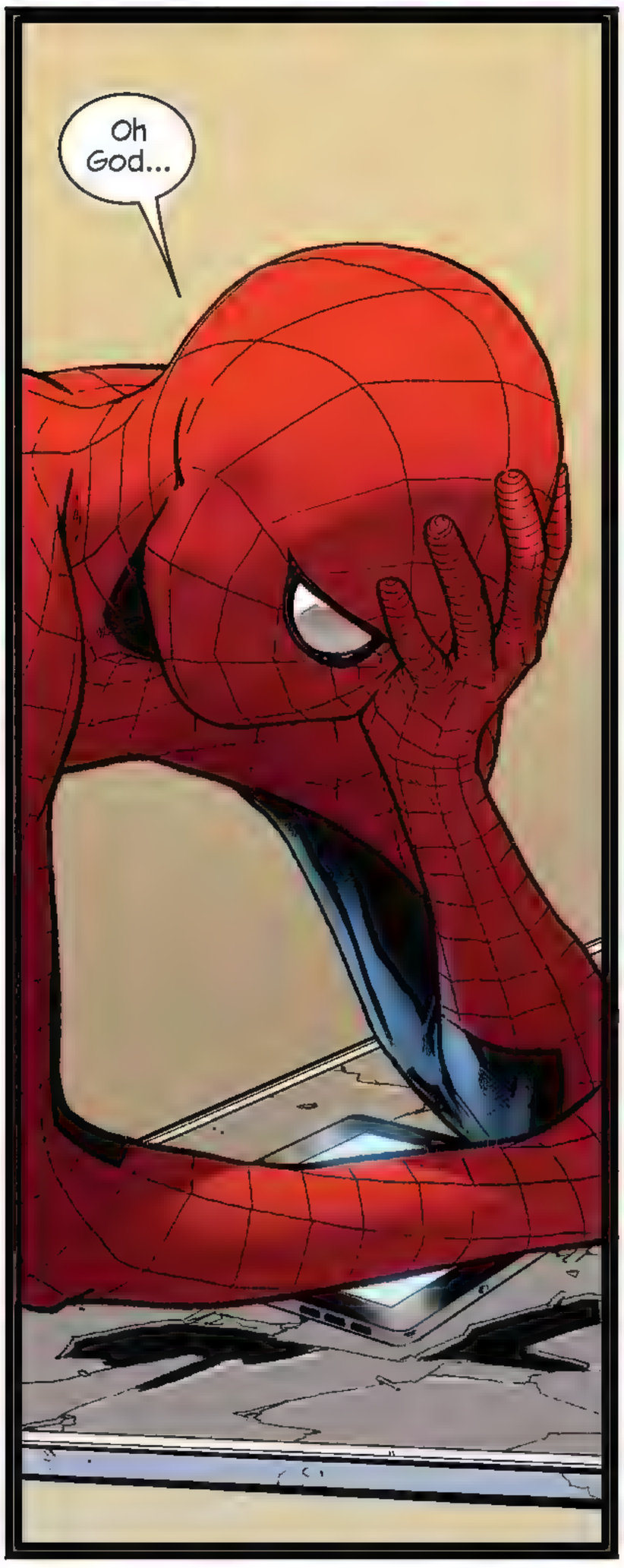
DAILY BUGLE®

NEW YORK'S FINEST DAILY NEWSPAPER

SPIDER-MAN R.I.P.

NEW YORK CITY'S FALLEN HERO WAS QUEENS HIGH SCHOOL STUDENT PETER PARKER

REPORTING BY FREDERICK FOSWE



What is-- what is that about?

Respect.

Respectin' the little dude.

Just like you but... I'm doing it the...

(Normal way.)

Can you--

Oh man... can you tell me what happened to Peter Parker... exactly?

You don't know?

Please.

The Home Of Peter Parker

FOR SALE
Alison Blaire realtor

Gwen, You still have to do your homework.

May, it's not like I didn't do it, I just didn't do *all* of it.

I just need to pace--

How dare you!!?? Get out of here, you lunatic!!

I'm calling the police, you horse's--

#3 VARIANT BY TERRY DODSON & RACHEL DODSON

Queens, New York.

Aunt May...

And you-- oh man, you're *Gwen Stacy!* You're so--you're so young.

SLAP

Ah.

You $@#$@ #$@#$@!! You think this is funny??

You think it's funny to come and %#$%#$ with people!!

THUMP

Do you have a *soul??*

Do you have a reason to *live?!*

Wait!!

Don't!!

Hey, hey, hey!!
Whoa!!
STOP!!
What the hell *is* this, man??
What are *you* doing here??
This is--this is really--
(It's-- it's him.)
What the hell does that mean??
I--I shouldn't have come here.
I wasn't thinking.
I didn't expect to actually see any of you.
I didn't know *what* I was going to see or do.
I just-- I just can't understand how there's this entire other world.
And-and-and I died and there you are.
I'm sorry I came here.
You didn't deserve this on any level.
I'm really sorry.

The Triskelion--
Headquarters Of S.H.I.E.L.D.
The U.S.-Sanctioned Task Force.

What do you have, Stark?

I got nothing, Fury.

Nothing?

A whole lot of conjecture and theory.

So I have nothing you can use.

Do you *really* believe there's a Spider-Man from another world just like ours?

I do.

Suddenly you're a believer in that which you can't prove.

That which *you* can't prove yet.

We know there are Earths outside ours.

We've been to some of them.

Ain't that hard to imagine one like the one our new Spider-Man describes, is it?

What we don't need is a guy like *Mysterio* knowing about it and dancing between them.

Every move he makes *has* to be hurting the barriers between us.

It *has* to be.

I hate that this guy figured it out before me.

You'll get it.

I need to *talk* to that Spider-Man.

Yup. It's time to bring him back in.

I'm surprised you're letting the other Spider-Man go out and about.

I'm surprised you didn't hit him over the head and keep him under lock and key.

What?

I made the kid promises.

Promises I didn't get to make good on.

Who?

Parker?

Those poor people.

How much crap can one family go through?

Hello?

Mj.

Who is this?

It's Gwen.

Oh hey.

Um...

What's going on?

Well, it's one of those things.

What things?

Well, it's one of those things that it's mean if I **tell** you and it's mean if I **don't.**

And if I thought for a second that you may not ever find out about this... I would totally not tell you.

But I kind of feel you **will** find out about this and you would **want** me to--well, I'd want you to tell **me--**

Hey, hey, hey!

What are you *talking* about?

Hello?

Hello??

No, I'm telling you. His brain was in Wolverine's body and Wolverine's brain was in Peter's.

What?

They switched it back eventually.

Everything was fine.

How does that even happen?

I don't know. Something with the X-Men. I wasn't there.

Well, I've only been a super hero for five minutes and I'd really like to know how to prevent that from happening to me.

You'll have to call the X-Men and ask them.

I didn't know people could switch brains. That's freaky.

Well, considering where we are today, I think we can rule out *anything* being "freaky."

Dude, did he really make these web-shooters himself?

(That's so cool.)

And you live *here*?

With Aunt May?

My dad died and my mom bailed so Peter, you know the *other* Peter, and May took me in.

Wow.

It's just amazing...the differences.

Hey! Wait!!

Is there- is there a *me*-- a Gwen in your world??

Yes.

Is she cool?

Insanely.

But--

But?

But-but older.

You know, uh, my age.

Okay, well, wow.

Can I ask a question without sounding weird?

Are you dating her?

You didn't let me answer if you could ask me something without sounding weird.

And it's-- boy, uh, it's a whole thing.

You're dating MJ, aren't you?

Is-- Is there an MJ here?

Oh you better believe it. In fact, I called her and--

Like, *your* age?

Yeah.

Yikes.

Is she a model yet?

A model?

In my world... she's kind of...a supermodel.

SUPERMODEL??!!

Are you kidding me?

A supermodel with red hair and glasses?

Well, she wears, y'know, contacts.

She gets to be *a model*??

What am I then??

...

I don't know if we should be talking about *all* of this.

Hey...

Are you- are you okay?

May May May, there are *other worlds!!*

Whole other worlds and dimensions!!

There's a whole other *me and you!!*

And Peter's *totally* alive.

This is really him.

We-we don't know.

Oh, it's *him.*

We don't know.

It's him.

And you-you live *here* now?

No.

No, I have to get back to where I come from.

I'm here by accident.

I don't think I understand.

I was fighting this-this jerk called Mysterio.

The crazy guy on *YouTube.*

And he broke the (what should I call it?) the wall between here and where I come from.

I wonder if there's a me where you come from.

THWIP

Oops.

Yeah, maybe, I don't know.

And I am- all of you, I am *so sorry* I just showed up here like this.

If I gave it two seconds thought I never would have.

I just needed to- to see.

You know?

Do you have a *me* where you come from?

I do.

And you raised me.

You and Uncle Ben.

Is he alive too?

No.

No. Sorry.

But-but he's the reason I even *do* this.

When I first got my powers I could have saved him and I-I didn't.

Now I do what I do the way I know *he* would have done if he were in my shoes.

With great power...

Comes great responsibility.

Yeah.

Oh my God, it *is* you.

Look at you.

We lost you.
We lost you and we didn't get to say good-bye.
And now you're all grown up.
I'm so sorry.
But you're here.
You're okay.
Wait, did-did Peter--did *he* tell you he was Spider-Man before he died?
Yes.
Yeah. We knew for a while.
Did the *world* know?
No.
No, everyone found out about you after--you know...
Just us.
And MJ and Norman Osborn.
Osborn.
And Kitty Pryde.
Kitty Pryde?

Oh, you and Kitty were a whole thing.
Kitty Pryde of the X-Men??
Yep.
The X-Men.
Yep.
We were dating?
Oh yeah.
Okay, now I have a million *more* questions.
Oh you think *you* do, how about us?
May, he said MJ turns into a *super-model!!*
Explain *that* one to me!!
Gwen...
I mean, right now, right here if you had to guess which one of us was--
Gwen, focus.
Um...I think we have to go now.

It's time to go now.

Guess so.

I changed my mind.

Now I'm really *glad* we did this.

I like this thing with you here like this.

Take care of her.

Done!

Okay, kid, you need to web along and get back to school.
Me?
You're the only kid here.
Oh, uh, I'd like to-- I'd like to *stick around* awhile.
Kid, this is getting more complicated by the--
I'd like him to stick around too if that's okay.
Get in the van.

It's time to go home.

I made the right choices.

What?

No. Nothing. I just--I'm so...

Well, I'm writing a book.

Tony Stark, Peter Parker.
Oh, hey.
Whoa.
Okay, tell me right now.
What exactly did the Mysterio suit broadcast?
Would'ya say it's an apparition or would'ya say it was more of a fully formed bioorganism that--
Hey, Tony.
You know me?
I know *a* you.
Yeah?
Yeah, but uh, *my* you stopped drinking a while back.
I like yours more already.
I *would* stop drinking if you'd stop dropping impossible equations of interdimensional travel onto my lap.
If I could find this Mysterio I could, maybe, find a way to put this all together...
I don't even know where the break point for the dimensional loop started because I don't know where Mysterio is starting it *from.*
It could be *anywhere!!*
I can't start the equation to get *him home* because I don't know where the *equation* begins.
Let me take a look.
You some kind of scientist?
Some kind.
Any good?
You hired me.
Well, see here? You're looking at it like a curve...it's actually more like this.
Hey, I know this.

I know that building.

That's in Brooklyn.

What building?

There.

I don't--

That tiny light over Mysterio's shoulder, out the window.

I know the building. I can see it from my room at home.

What *are* these videos?

He's been broadcasting his rants on the web.

He *was* always theatrical.

Can't you find his secret lab or whatever if you can find out where it is according to that--

(Good job, kid)

This is Fury.

Code name one eye eagle.

Code white. Full battalion.

I need...

"...everything."

#5 VARIANT BY TRAVIS CHAREST

I'VE DESTROYED SPIDER-MAN!

THERE'S NO *OTHER WAY* TO LOOK AT IT!!

I HAVE *TRAPPED HIM* IN A DIMENSION THAT HE *CANNOT* ESCAPE FROM.

I WON.

I HAVE TRAPPED HIM IN A WORLD WHERE PETER PARKER HAS *DIED.*

HE LIVES IN A WORLD WHERE PETER PARKER IS DEAD AND NOW *THIS* WORLD WILL HAVE NO *SPIDER-MAN.*

HE IS TRAPPED FOREVER.

IMPRISONED.

THAT'S IT!!

I KEEP THE DIMENSIONAL VORTEX *SHUT* AND THAT IS IT.

WHOEVER HIS LOVED ONES ARE HERE-- WHATEVER LIFE HE'S BUILT FOR HIMSELF...

I DON'T HAVE TO FIGURE OUT A WAY TO RUIN IT...IT'S RUINED.

IT'S OVER.

SPIDER-MAN WILL CEASE TO EXIST.

ALL THE HELL HE HAS PUT ME THROUGH OVER THE YEARS.

AND I...

I WON.

WHY ISN'T IT *ENOUGH?!*

I--I HAVE TO *SEE* IT.

I HAVE TO *SEE* HIM SUFFER AND DIE.

I'LL JUST--

I'LL JUST PEEK IN AND SEE IT FOR MYSELF.

MYSTERIO AVATAR ACTIVATED.

Mysterio avatar activated.

ALL FUNCTIONS OPERATIONAL.

All functions operational.

JUST A PEEK.

JUST TO MAKE A PLAN.

ENGAGE DIMENSIONAL VORTEX.

THWAP

THWAP

NOOO!!

Ngah!!

Nnguhh!!

Gggah...

Surprise!!

It's your super villain retirement party!!

Good one.

Thank you.

Wait, what's he-- what?

Come on, Mysterio!!

We went to aaaall the trouble to figure out where your lab was, waited for you to open your little portal so we could surprise you...

The *least* you could do is stick around and poop your pants in front of us so we can all have a laugh.

No!!

Listen, I've been through that frakakta portal...thanks to you.

I know what you're feeling.

You're freaking out a little.

Feeling fluish.

Plus you're totally busted!

There's that, too.

No!!

This is One Eye Eagle.

Get the high sciences R and D team ready to set up shop at my location.

We have an open interdimensional portal.

*An **unstable** dimensional portal.*

An **unstable** dimensional portal.

And I could not be more excited. This is like Christmas.

You are *not* going through that portal, Stark.

Oh, yes I am.

Uh, no.

Just for *a day.*

The only one going through the portal is Peter Parker.

He's going home and we're shutting it down.

This can of worms is closed and will remain closed.

Now?

Good a time as any.

I do gotta get home.

So uh--

Yeah, I'm really glad we did this.

(I know that sounds weird.)

I feel like I should say something profound.

With great power comes great responsibility.

You know that one?

Yeah.

Well...

That's all I got.

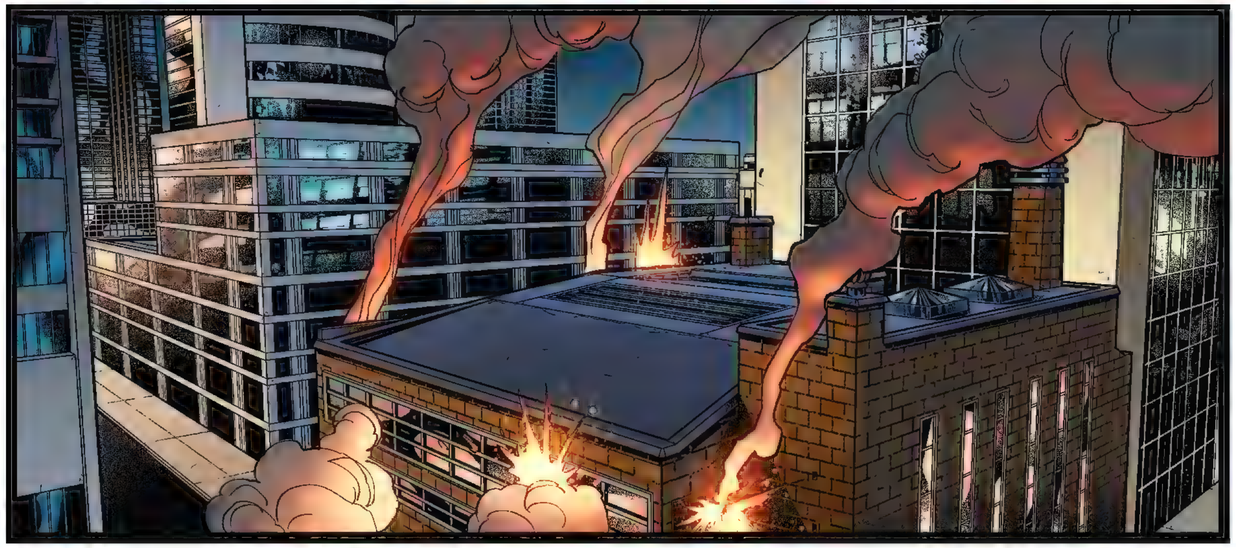
Actually, you know what?

I have to say, all of you, this is really--

NOOOO!

No!!

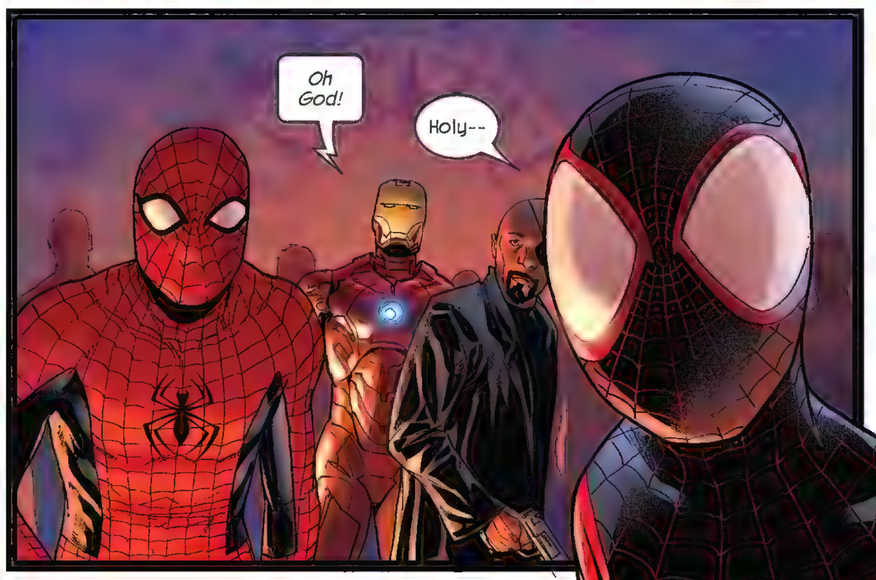
FAR

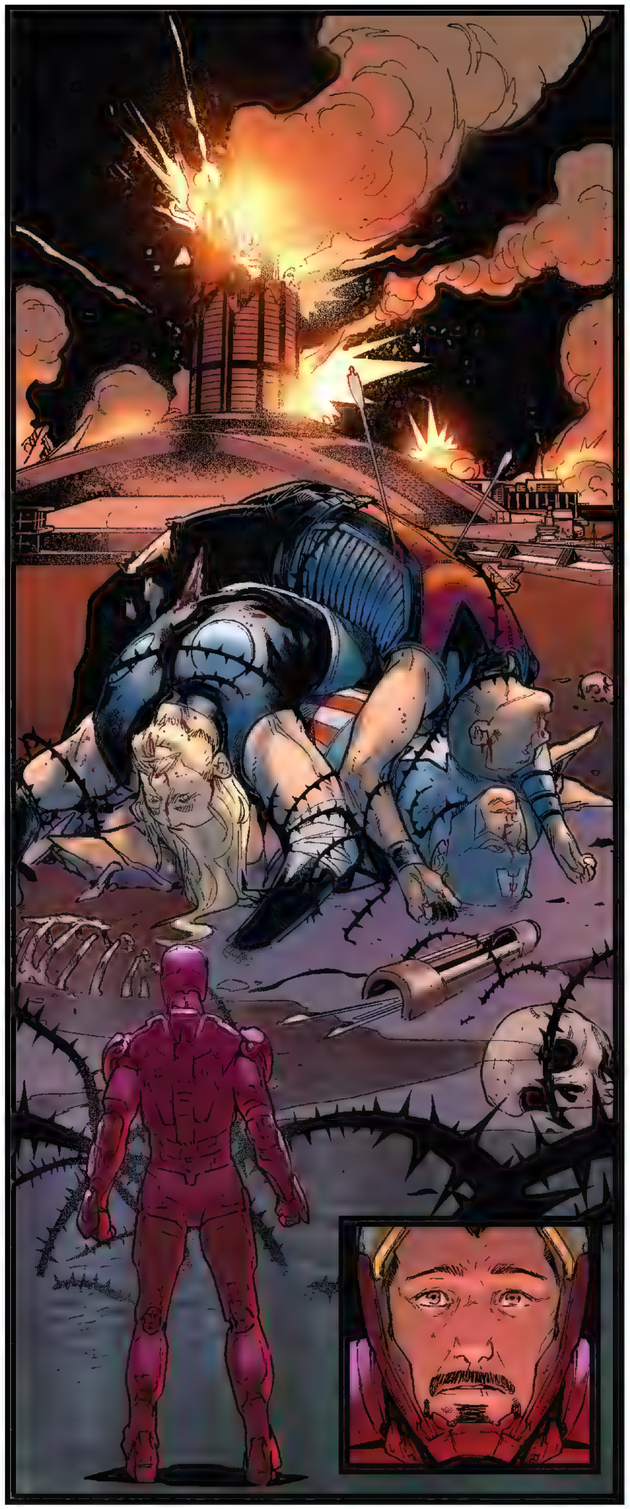


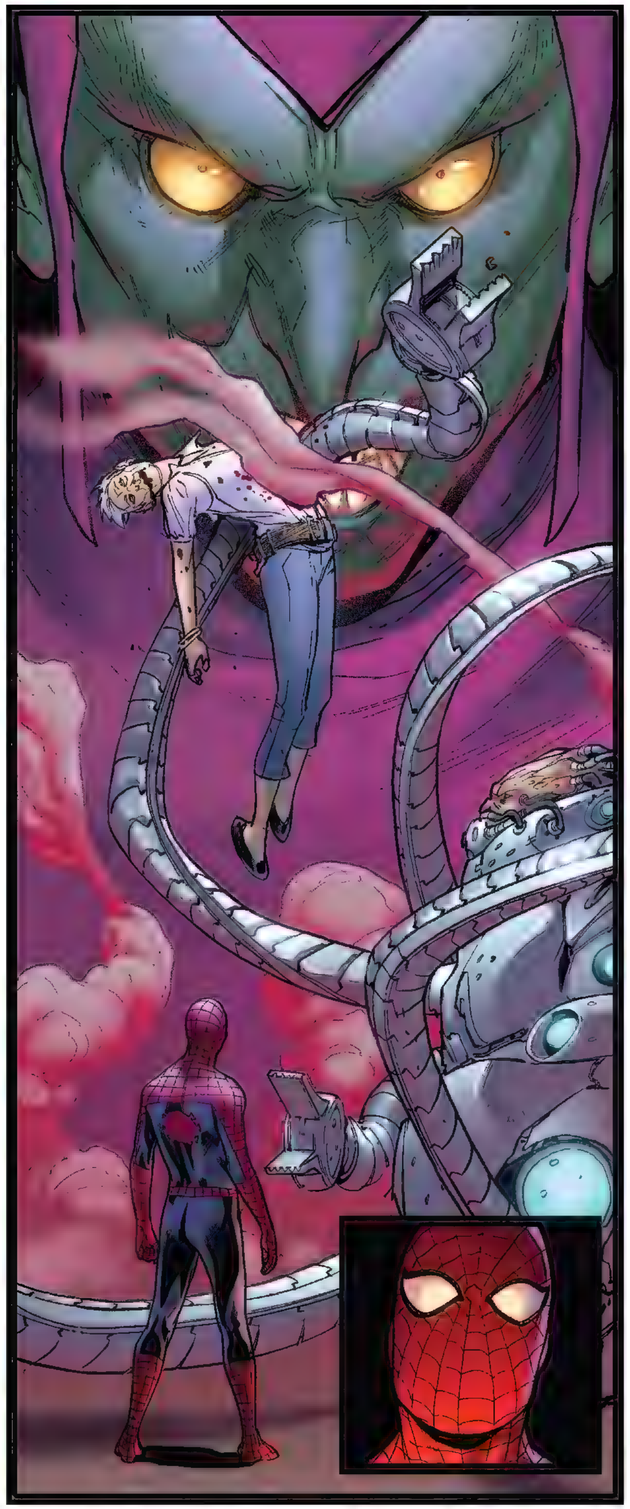
You don't think I'd be ready for *anything* you have!!
WHACK

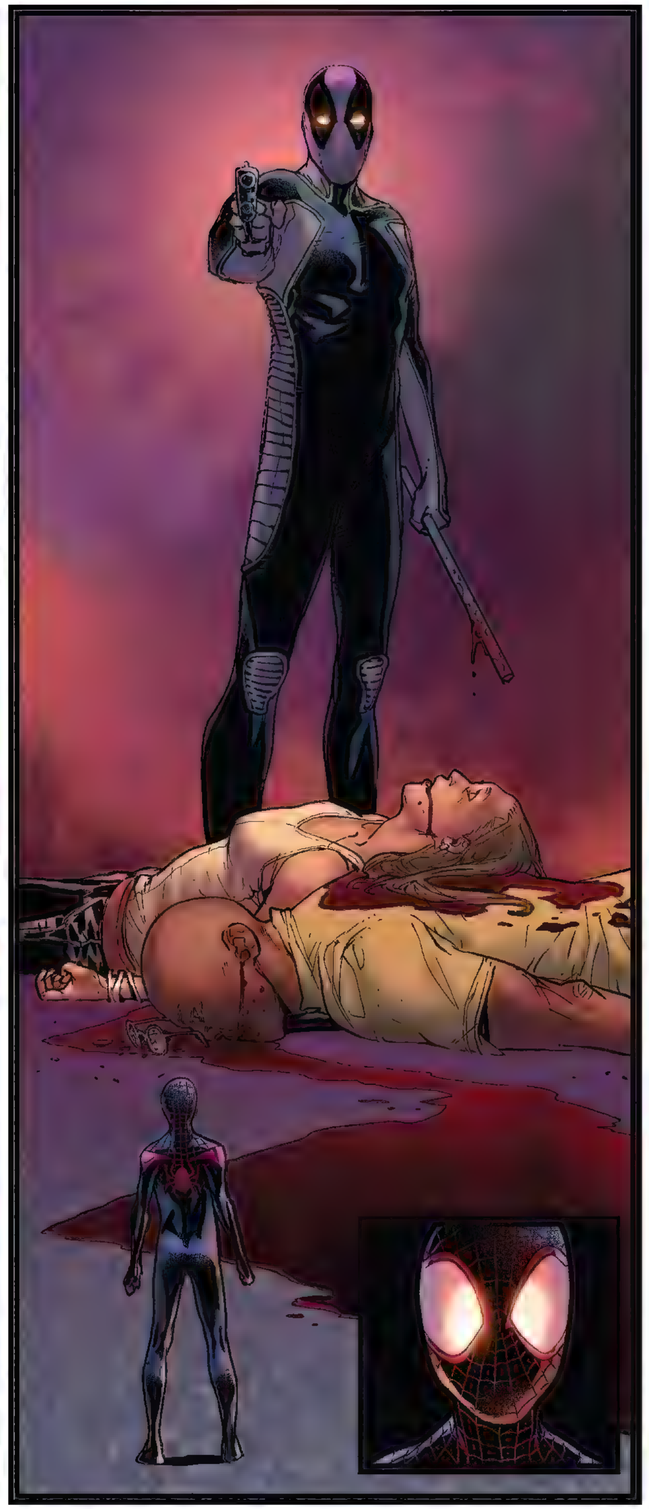
I'm ten steps *ahead of you!!*

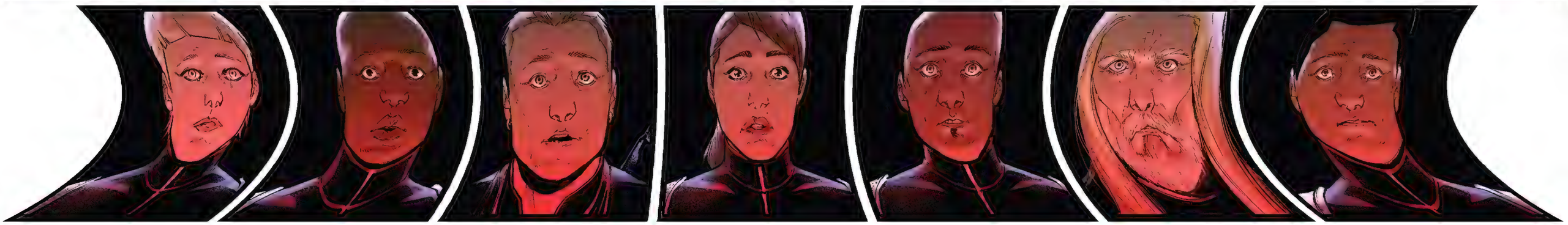
I'm ready for anything.
Now you have this!
CRACK
CRACK


Oh God!
Holy--









God!!

What...*is*... *happening?*

Mysterio has crazy chemical agents that make you see and feel your worst fears.

And I mean *really* feel them.

Hate this!

I know-- it's like it's happening!!

Push *past* it! Don't let it--

No!!

Agh!!

What are *youoooaaaa!!*

AGH!

OW!!

CHILD!

WHOA...

HEY, NOT COOL, DUDE.

IT'S NOT EVERYDAY I GET TO SEE A DIFFERENT WORLD TO--

SHUT UP!!

SHUT UP!!

NOW I HAVE TWO OF YOU!

I CAN'T TAKE IT! I CAN'T TAKE TWO OF YOU!!

HOW MUCH OF THIS AM I SUPPOSED TO--??

WH-WHAT JUST HAPPENED?

I DON'T LIKE THIS...

WELL, YOU'RE PROBABLY NOT GOING TO LIKE *THIS* EITHER.

TIR

WHACK

Wow, *that* felt good!

ZZZTTT

Venom blast!

Nyyaaagghh!!

NO!!

No, this isn't how this--

CRACK

You were under arrest before...

And now you're doubly under arrest.

See? Smart man.

You can't keep me here!!

I don't *belong* here!!

You shoulda thought about that before you went and acted like a fool.

For real.

You're going to *keep* him here?

I assume that where *you* come from *no one* knows Peter Parker is Spider-Man.

Then I think *he's* better off *here.*

Yeah?

Yeah, that would help me out a lot actually.

You're welcome.

And I get to pick his brain.

Dimensional portals, chemical fear agents...

You stay *away* from his brain. That's all I need.

Like that's going to happen.

So, can I go home now?

Actually, you ***have*** *to go home now.*

According to my readings that portal is damaged, unstable and beginning to close on itself.

Hey...

Really, thank you.

You know... keeping it going.

For what?

So you're *cool* with it?

Entirely.

I have your, you know-- your--

My *blessing?*

Absolutely.

Thank you.

All of you.

Thank you for helping me get home. Thank you for all of this.

The scientist in me is doing the jig. This was amazing-- just thank you.

What *were* you going to say?

Before you said you had something to say to me?

Oh yeah...

uh...

Don't let anyone *clone* you.

Seriously.

And only date one girl at a time.

And--and if you find out a guy named Doctor Octopus is going to marry my Aunt May--stop it.

And don't lend anyone named Wolverine or Mockingbird money. You'll never see it again.

And once you beat up the bad guy leave the crime scene *as soon as possible* because they'll try to make *you* clean it up.

And wash your costume, like, *daily*, because it *will* get funky and people will make fun of you.

And--and no matter what, never--

Should I get a pen?

No, listen, this is the most important thing I can possibly tell you about being Spider-Man. This is as true as it gets, if you ever see a--

Aaaaand... Closed.

Wow. What a day.

And I would give the opposite advice on almost every subject, by the way, if anyone cares.

Hands off the portal, Stark.

Just admiring it.

Admire it from over there.

So you got his blessing.

That was *crazy.*

You earned it, kid.

Now you have to keep earning it.

MILES MORALES.

MILES MORALES.

I WONDER IF *WE* HAVE A MILES MORALES?

OH MY GOD.

gle

Miles Morales

search it !

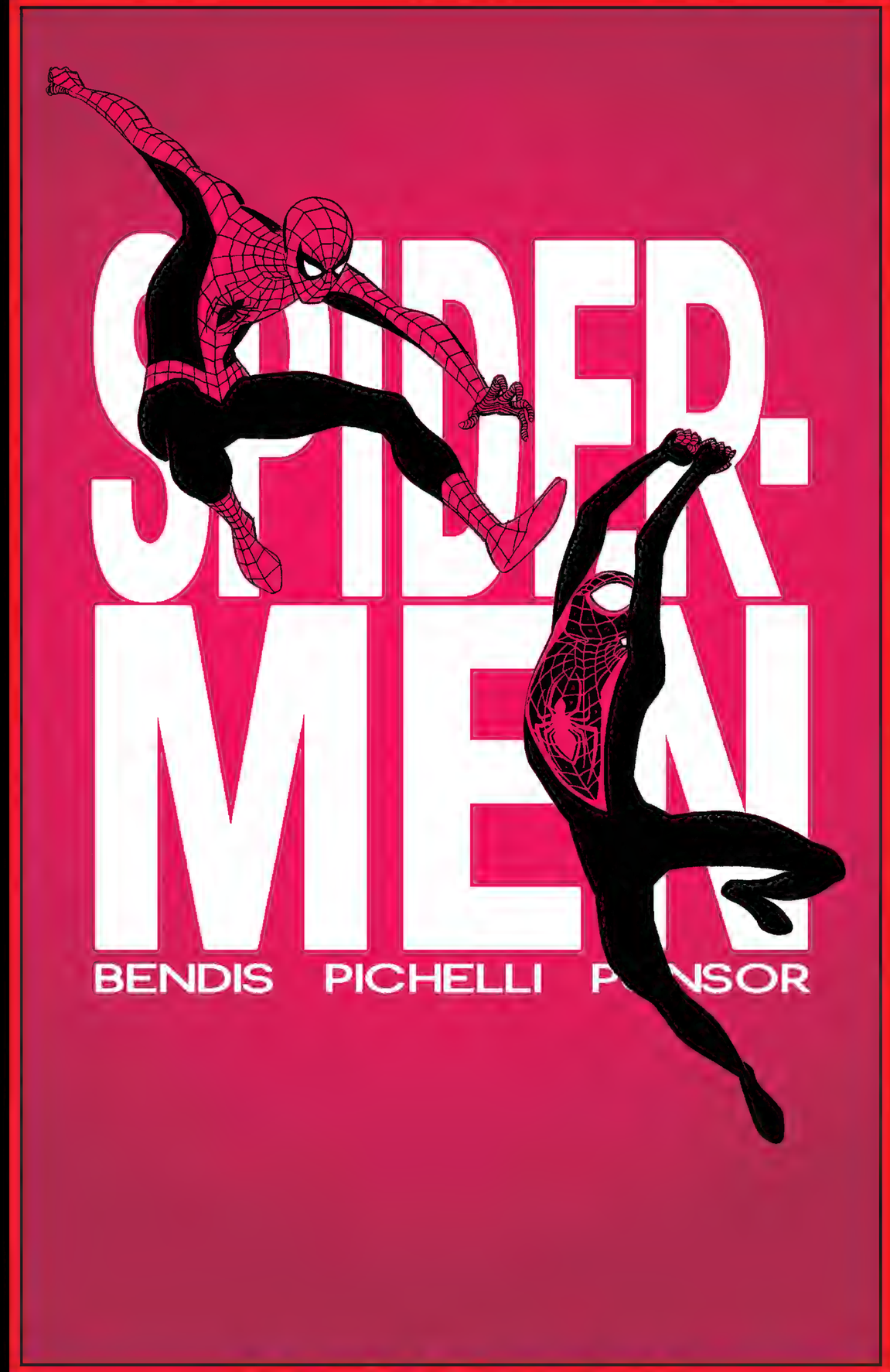
pics

The End??

#1 VARIANT BY SARA PICHELLI & JUSTIN PONSOR

#1 RETAILER VARIANT
BY MARK BAGLEY, SARA PICHELLI & JUSTIN PONSOR

#2 VARIANT BY SARA PICHELLI & JUSTIN PONSOR



#2 VARIANT BY MARCOS MARTIN

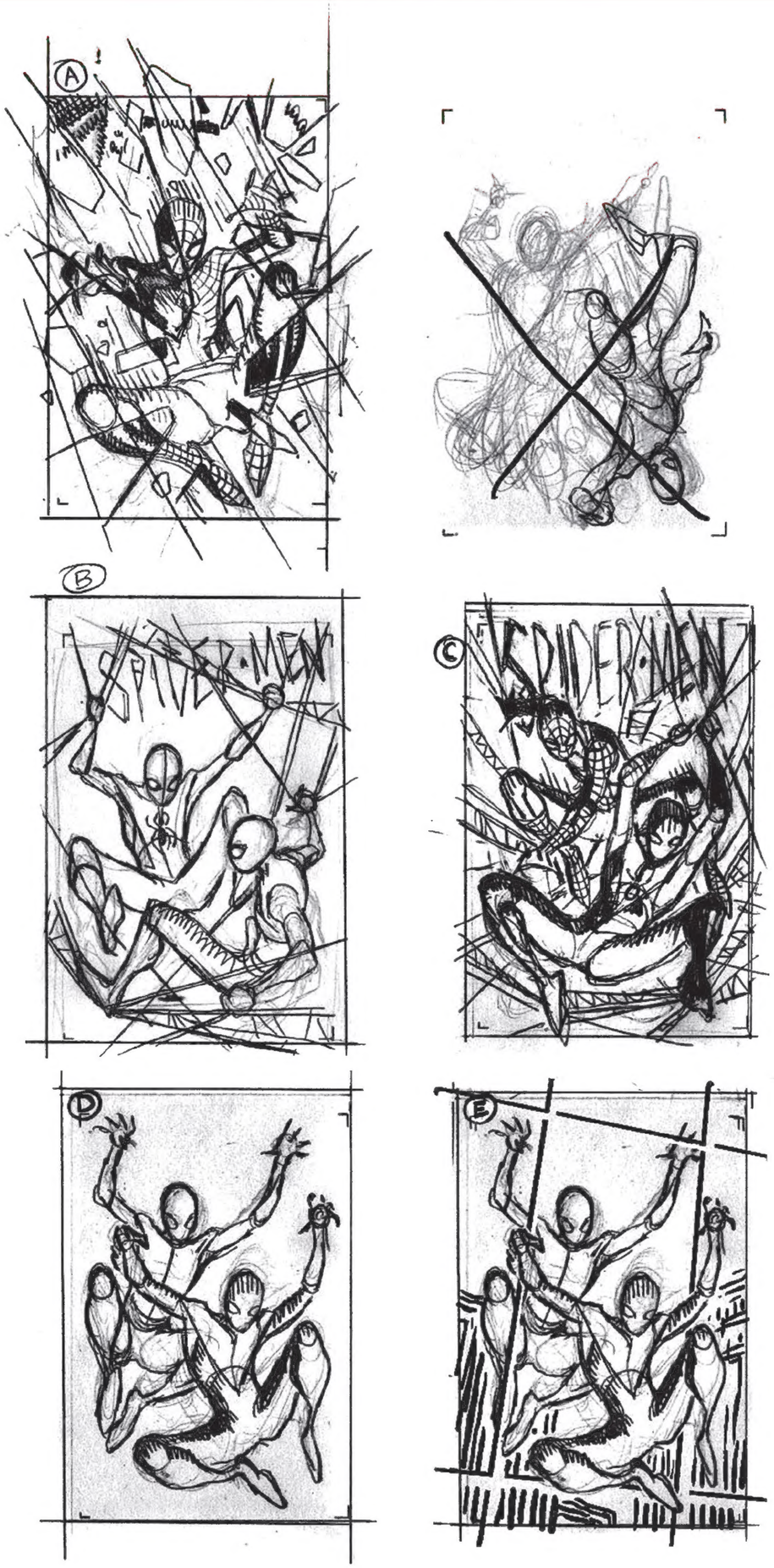
#3 VARIANT BY SARA PICHELLI & RAIN BEREDO

#4 VARIANT BY SARA PICHELLI & JUSTIN PONSOR

#5 VARIANT BY SARA PICHELLI & RAIN BEREDO

#5 VARIANT BY TOMMY LEE EDWARDS

#1 COVER PROCESS BY JIM CHEUNG



#4 VARIANT COVER PROCESS BY MIKE DEODATO

#4 VARIANT BY MIKE DEODATO & RAIN BEREDO

UNIVERSES COLLIDE FOR THE FIRST TIME IN ONE ULTIMATE, AMAZING SPIDER-MAN STORY!

Superstar writer Brian Michael Bendis at last unites the wall-crawlers of two worlds! Courtesy of the multiversal machinations of Mysterio, the Marvel Universe's friendly neighborhood Peter Parker meets Ultimate Comics' new kid on the block, Miles Morales, in a landmark tale they said would never be told. The new Ultimate Spider-Man is sure to learn much of power and responsibility from his Amazing counterpart, a grown-up version of his fallen idol. But what lessons lie in wait for an adult Peter in a world at once familiar, yet strikingly different — a world in which he died young, but friends, foes and loved ones live on?

"One of the most momentous Spider-Man stories to be published in years, promising to unite Peter Parker with his much-celebrated alternate-universe counterpart in a way that few readers thought would ever happen. Technically excellent with well-judged pace and tone, it's everything a Spider-Man fan could want."
— James Hunt, *ComicBookResources.com*

Collecting *Spider-Men #1-5*,
written by Brian Michael Bendis
and illustrated by Sara Pichelli.

T+

MARVEL